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OF COUNSEL  
URBAN A. LESTER

January 17, 1995

RECORDATION NO. 19014-D+E  
FILED 1425

JAN 17 1995 -2 15 PM

INTERSTATE COMMERCE COMMISSION

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) executed and two (2) photocopies each of a Schedule to Lease Agreement (Equipment), dated as of December 9, 1994, and a Bill of Sale, dated as of December 21, 1994, both secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Lease Agreement, duly filed with the Commission under Recordation Number 19014.

The names and addresses of the parties to the enclosed documents are:

Schedule to Lease Agreement (Equipment)

Seller: FBS Business Finance Corporation  
601 Second Avenue South  
Minneapolis, Minnesota 55402-4302

Lessee: Harvest States Cooperatives  
1667 Snelling Avenue  
St. Paul, Minnesota 55164

*Accountant - Betty G.*

Mr. Vernon A. Williams  
January 17, 1995  
Page Two

RECORDATION NO. \_\_\_\_\_ FILED 1425

JAN 17 1995 -2 15 PM

Bill of Sale

INTERSTATE COMMERCE COMMISSION

Seller: NorRail, Inc.  
308 12th Avenue South  
Buffalo, New York 55313

Purchaser: FBS Business Finance Corporation  
601 Second Avenue South  
Minneapolis, Minnesota 55402-4302

A description of the railroad equipment covered by the enclosed documents is:

100 railcars within the series NRLX 90001 - NRLX 90155, inclusive (formerly marked CCLX).

Also enclosed is a check in the amount of \$42.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,

  
Robert W. Alvord

RWA/bg  
Enclosures



# FBS Leasing

SCHEDULE TO LEASE AGREEMENT  
(EQUIPMENT)  
FBS BUSINESS FINANCE CORPORATION — Lessor  
LEASING DIVISION  
601 Second Avenue South, MPFP0904, Minneapolis, Minnesota 55402-1302  
PHONE (612) 973-0939

RECORDATION NO. 19014-D FILED 1426  
JAN 17 1995 -2 15 PM

LESSEE: **HARVEST STATES COOPERATIVES**

LESSEE NO: **1024561**

INTERSTATE COMMERCE COMMISSION  
SCHEDULE NO. **003**

## EQUIPMENT

See Schedule "A" attached hereto and made a part hereof.

Lessor and Lessee agree that, with respect to all Equipment leased by Lessee pursuant to this Schedule No. 003, they will set forth their agreements relating to the amount and payment of rent and Stipulated Loss Values in a separate rent agreement dated as of December 9, 1994 (the "Rent Agreement") entered into contemporaneously with this Schedule. Accordingly, Lessor and Lessee hereby agree that the following terms shall be as defined in the Rent Agreement and shall be deemed incorporated by reference in this Schedule with the same force and effect as if set forth in full herein: Total Cost of Equipment, Initial Term of Lease, Rent Payment Due Date, Total Number of Rent Payments and Stipulated Loss Values. In addition, Lessor and Lessee agree that and other terms and conditions set forth in the Rent Agreement shall be deemed to be incorporated herein by referenced with the same force and effect as if set forth in full herein.

Rent Payments shall commence upon Lessee's acceptance of the Equipment and shall be made on each Rent Payment Due Date thereafter until the Total Number of Rent Payments has been made.  
Lessor hereby leases to Lessee and Lessee hereby leases from Lessor the Equipment described above on the terms and conditions set forth above and pursuant to and subject to all terms and conditions of the Lease Agreement between Lessor and Lessee dated **September 30, 1994**.

ACCEPTED

DATED AS OF: December 9, 1994

**FBS BUSINESS FINANCE CORPORATION**

(LESSOR)

**HARVEST STATES COOPERATIVES**

(NAME OF LESSEE)

By

Deborah J. Eckert  
(Signature)

Title

Assistant Vice President

By

Mark L. Regan  
(Signature)

Title

And By

\_\_\_\_\_  
(Signature)

Title

\_\_\_\_\_

And By

\_\_\_\_\_  
(Signature)

Title

\_\_\_\_\_

## SCHEDULE "A"

This Schedule "A" is attached to and made a part of that **Schedule to Lease Agreement**, No. 1024561.003, dated the 9th day of December, 1994, between **HARVEST STATES COOPERATIVES**, as Lessee and **FBS Business Finance Corporation**, as Lessor.

**Equipment Location** 1667 Snelling Avenue, St. Paul, MN 55164

**Vendor** NorRail, Inc., 308 12th Avenue South, Buffalo, MN 55313

**QUANTITY** **DESCRIPTION**

100 4750 CU. FT. COVERED HOPPERS

NRLX 90001	NRLX 90041	NRLX 90081
NRLX 90002	NRLX 90042	NRLX 90082
NRLX 90004	NRLX 90043	NRLX 90083
NRLX 90005	NRLX 90044	NRLX 90084
NRLX 90006	NRLX 90045	NRLX 90085
NRLX 90007	NRLX 90046	NRLX 90086
NRLX 90008	NRLX 90047	NRLX 90087
NRLX 90009	NRLX 90048	NRLX 90088
NRLX 90010	NRLX 90050	NRLX 90089
NRLX 90011	NRLX 90051	NRLX 90090
NRLX 90012	NRLX 90052	NRLX 90091
NRLX 90013	NRLX 90053	NRLX 90092
NRLX 90014	NRLX 90054	NRLX 90093
NRLX 90015	NRLX 90055	NRLX 90094
NRLX 90017	NRLX 90056	NRLX 90095
NRLX 90018	NRLX 90057	NRLX 90096
NRLX 90019	NRLX 90058	NRLX 90097
NRLX 90020	NRLX 90059	NRLX 90098
NRLX 90021	NRLX 90060	NRLX 90099
NRLX 90022	NRLX 90061	NRLX 90100
NRLX 90023	NRLX 90062	NRLX 90101
NRLX 90024	NRLX 90063	NRLX 90102
NRLX 90025	NRLX 90064	NRLX 90103
NRLX 90026	NRLX 90065	NRLX 90104
NRLX 90027	NRLX 90066	
NRLX 90028	NRLX 90067	
NRLX 90029	NRLX 90068	
NRLX 90030	NRLX 90069	
NRLX 90031	NRLX 90070	
NRLX 90032	NRLX 90071	
NRLX 90033	NRLX 90072	
NRLX 90034	NRLX 90073	
NRLX 90035	NRLX 90074	
NRLX 90036	NRLX 90075	
NRLX 90037	NRLX 90076	
NRLX 90038	NRLX 90077	
NRLX 90039	NRLX 90078	
NRLX 90040	NRLX 90080	

Please Initial MJF

MTLR003.DOC

STATE OF MINNESOTA

COUNTY OF RAMSEY

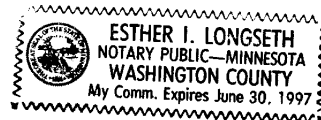
On this 9th day of December, 1994, before me personally came Mark L. Palmquist, to me known, who, being by me duly sworn, did depose and say that he/~~she~~ is the Senior Vice President of Harvest States Cooperatives, a Minnesota corporation, and he/~~she~~ acknowledged to me that he/~~she~~ executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.

Esther I. Longseth  
Notary Public in and for said State

My commission expires:

June 30, 1997



STATE OF MINNESOTA

COUNTY OF Wenepin

On this 27th day of December, 1994, before me personally came Deborah Eckert, to me known, who, being by me duly sworn, did depose and say that he/she is the Assistant Vice President of Delaware FB5 Business Finance Corporation, a Delaware corporation, and he/she acknowledged to me that he/she executed the foregoing document on behalf of said corporation by order of its Board of Directors and that such document was the free act and deed of said corporation.

Witness my hand and official seal.

Cheryl VanBuren  
Notary Public in and for said State

My commission expires:

8/19/98

